

**United States Bankruptcy Court
District of Oregon**

In re **FleetNurse, Inc.**

Debtor(s)

Case No. **24-60405-tmr11**Chapter **11**

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 2016(b), I certify that I am the attorney for the above named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

☐ **FLAT FEE**

For legal services, I have agreed to accept _____ \$ _____

Prior to the filing of this statement I have received _____ \$ _____

Balance Due _____ \$ _____

☒ **RETAINER**

For legal services, I have agreed to accept and received a retainer of _____ \$ **60,000.00**The undersigned shall bill against the retainer at an hourly rate of _____ \$ **515.00**

[Or attach firm hourly rate schedule.] Debtor(s) have agreed to pay all Court approved fees and expenses exceeding the amount of the retainer.

2. The source of the compensation paid to me was:

☐ Debtor ☒ Other (specify): **Debtor: \$30,000**
Israel Angeles: \$30,000

3. The source of compensation to be paid to me is:

☒ Debtor ☐ Other (specify):

4. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

☐ I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- d. [Other provisions as needed]

Negotiations with secured creditors to reduce to market value; exemption planning; preparation and filing of reaffirmation agreements and applications as needed; preparation and filing of motions pursuant to 11 USC 522(f)(2)(A) for avoidance of liens on household goods.

6. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

Representation of the debtors in any dischargeability actions, judicial lien avoidances, relief from stay actions or any other adversary proceeding.

In re **FleetNurse, Inc.**

Debtor(s)

Case No. **24-60405-tmr11**

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)
(Continuation Sheet)

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

March 15, 2024

Date

/s/ Nicholas J. Henderson OR:

Nicholas J. Henderson OR: 074027

Signature of Attorney

Elevate Law Group

6000 SW Meadows Road

Suite 450

Lake Oswego, OR 97035

(503) 417-0500 Fax: (503) 417-0501

Name of law firm

Fill in this information to identify the case:

Debtor name FleetNurse, Inc.

United States Bankruptcy Court for the: DISTRICT OF OREGON

Case number (if known) 24-60405-tmr11

☐ Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☒ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☒ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☒ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☒ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☒ *Schedule H: Codebtors* (Official Form 206H)
- ☒ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration

I declare under penalty of perjury that the foregoing is true and correct.

Executed on March 15, 2024

X /s/ Israel Angeles

Signature of individual signing on behalf of debtor

Israel Angeles

Printed name

CEO

Position or relationship to debtor

Fill in this information to identify the case:Debtor name **FleetNurse, Inc.**United States Bankruptcy Court for the: **DISTRICT OF OREGON**Case number (if known) **24-60405-tmr11**☐ Check if this is an amended filing**Official Form 206Sum
Summary of Assets and Liabilities for Non-Individuals****12/15****Part 1: Summary of Assets****1. Schedule A/B: Assets-Real and Personal Property** (Official Form 206A/B)

1a. Real property: Copy line 88 from <i>Schedule A/B</i>	\$ 0.00
1b. Total personal property: Copy line 91A from <i>Schedule A/B</i>	\$ 1,091,174.43
1c. Total of all property: Copy line 92 from <i>Schedule A/B</i>	\$ 1,091,174.43

Part 2: Summary of Liabilities

2. Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D) Copy the total dollar amount listed in Column A, <i>Amount of claim</i> , from line 3 of <i>Schedule D</i>	\$ 5,097,480.27
3. Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)	
3a. Total claim amounts of priority unsecured claims: Copy the total claims from Part 1 from line 5a of <i>Schedule E/F</i>	\$ 0.00
3b. Total amount of claims of nonpriority amount of unsecured claims: Copy the total of the amount of claims from Part 2 from line 5b of <i>Schedule E/F</i>	+\$ 1,086,678.12
4. Total liabilities Lines 2 + 3a + 3b	\$ 6,184,158.39

Fill in this information to identify the case:Debtor name **FleetNurse, Inc.**United States Bankruptcy Court for the: **DISTRICT OF OREGON**Case number (if known) **24-60405-tmr11**☐ Check if this is an amended filing**Official Form 206A/B****Schedule A/B: Assets - Real and Personal Property**

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents**1. Does the debtor have any cash or cash equivalents?**

- ☐ No. Go to Part 2.
☒ Yes Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor**Current value of debtor's interest****3. Checking, savings, money market, or financial brokerage accounts (Identify all)**

Name of institution (bank or brokerage firm)

Type of account

Last 4 digits of account number

3.1. **Oregon Pacific Bank****Checking****5896****\$26,335.21**3.2. **Oregon Pacific Bank****Checking****1365****\$1.00**3.3. **Silicon Valley Bank****Checking****2821****\$1,000.00**3.4. **Silicon Valley Bank****Money Market****2259****\$1,496.02**3.5. **Bank of America****Checking****0380****\$255.40****4. Other cash equivalents (Identify all)****5. Total of Part 1.**

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

\$29,087.63**Part 2: Deposits and Prepayments**

Debtor FleetNurse, Inc.
Name

Case number (If known) 24-60405-tmr11

6. Does the debtor have any deposits or prepayments?

- ☐ No. Go to Part 3.
☒ Yes Fill in the information below.

7. **Deposits, including security deposits and utility deposits**
Description, including name of holder of deposit

7.1. Security Deposit with Landlord \$22,207.00

7.2. Security Deposit and Prepayments \$46,738.00

8. **Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent**
Description, including name of holder of prepayment

9. **Total of Part 2.**

Add lines 7 through 8. Copy the total to line 81.

\$68,945.00

Part 3: **Accounts receivable**

10. Does the debtor have any accounts receivable?

- ☐ No. Go to Part 4.
☒ Yes Fill in the information below.

11. **Accounts receivable**

11a. 90 days old or less: 286,320.27 - 0.00 = \$286,320.27
face amount doubtful or uncollectible accounts

11b. Over 90 days old: 585,821.53 - 195,000.00 = \$390,821.53
face amount doubtful or uncollectible accounts

12. **Total of Part 3.**

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

\$677,141.80

Part 4: **Investments**

13. Does the debtor own any investments?

- ☐ No. Go to Part 5.
☒ Yes Fill in the information below.

Valuation method used
for current value

Current value of
debtor's interest

14. **Mutual funds or publicly traded stocks not included in Part 1**
Name of fund or stock:

15. **Non-publicly traded stock and interests in incorporated and unincorporated businesses, including any interest in an LLC, partnership, or joint venture**
Name of entity: % of ownership

15.1. FleetNurse Direct, LLC 100 % Unknown

Debtor FleetNurse, Inc.
Name

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16. **Government bonds, corporate bonds, and other negotiable and non-negotiable instruments not included in Part 1**
Describe:

17. **Total of Part 4.**

Add lines 14 through 16. Copy the total to line 83.

\$0.00

Part 5: Inventory, excluding agriculture assets

18. **Does the debtor own any inventory (excluding agriculture assets)?**

- ☒ No. Go to Part 6.
☐ Yes Fill in the information below.

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)

27. **Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?**

- ☒ No. Go to Part 7.
☐ Yes Fill in the information below.

Part 7: Office furniture, fixtures, and equipment; and collectibles

38. **Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?**

- ☐ No. Go to Part 8.
☒ Yes Fill in the information below.

	General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
39.	Office furniture			
40.	Office fixtures			
41.	Office equipment, including all computer equipment and communication systems equipment and software Computers, communications equipment and software	\$56,196.71	Liquidation	\$15,000.00
	Office Furniture and Fixtures	\$220,081.72	Liquidation	\$1,000.00

42. **Collectibles** *Examples:* Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles

43. **Total of Part 7.**

Add lines 39 through 42. Copy the total to line 86.

\$16,000.00

44. **Is a depreciation schedule available for any of the property listed in Part 7?**

- ☒ No
☐ Yes

45. **Has any of the property listed in Part 7 been appraised by a professional within the last year?**

- ☒ No
☐ Yes

Part 8: Machinery, equipment, and vehicles

46. **Does the debtor own or lease any machinery, equipment, or vehicles?**

Debtor FleetNurse, Inc.
Name

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- ☒ No. Go to Part 9.
☐ Yes Fill in the information below.

Part 9: Real property

54. Does the debtor own or lease any real property?

- ☒ No. Go to Part 10.
☐ Yes Fill in the information below.

Part 10: Intangibles and intellectual property

59. Does the debtor have any interests in intangibles or intellectual property?

- ☐ No. Go to Part 11.
☒ Yes Fill in the information below.

	General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
60.	Patents, copyrights, trademarks, and trade secrets FleetNurse Software	\$1,597,091.50	Debtor Estimate	\$300,000.00
	Cascade FN Software	\$459,562.50	Debtor Estimate	Unknown
61.	Internet domain names and websites Domain name: info.fleetnurse.com/cascadefn	\$0.00		\$0.00

62. Licenses, franchises, and royalties
63. Customer lists, mailing lists, or other compilations
64. Other intangibles, or intellectual property
65. Goodwill

66. Total of Part 10. \$300,000.00
Add lines 60 through 65. Copy the total to line 89.

67. Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107?)
☒ No
☐ Yes
68. Is there an amortization or other similar schedule available for any of the property listed in Part 10?
☒ No
☐ Yes
69. Has any of the property listed in Part 10 been appraised by a professional within the last year?
☒ No
☐ Yes

Part 11: All other assets

70. Does the debtor own any other assets that have not yet been reported on this form?
Include all interests in executory contracts and unexpired leases not previously reported on this form.

- ☒ No. Go to Part 12.
☐ Yes Fill in the information below.

Debtor **FleetNurse, Inc.**
Name

Case number *(If known)* **24-60405-tmr11**

Debtor FleetNurse, Inc.
Name

Case number (If known) 24-60405-tmr11

Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1</i>	<u>\$29,087.63</u>	
81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>	<u>\$68,945.00</u>	
82. Accounts receivable. <i>Copy line 12, Part 3.</i>	<u>\$677,141.80</u>	
83. Investments. <i>Copy line 17, Part 4.</i>	<u>\$0.00</u>	
84. Inventory. <i>Copy line 23, Part 5.</i>	<u>\$0.00</u>	
85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i>	<u>\$0.00</u>	
86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i>	<u>\$16,000.00</u>	
87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>	<u>\$0.00</u>	
88. Real property. <i>Copy line 56, Part 9.....></i>		<u>\$0.00</u>
89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i>	<u>\$300,000.00</u>	
90. All other assets. <i>Copy line 78, Part 11.</i>	+ <u>\$0.00</u>	
91. Total. Add lines 80 through 90 for each column	<u>\$1,091,174.43</u>	+ 91b. <u>\$0.00</u>
92. Total of all property on Schedule A/B. Add lines 91a+91b=92		<u>\$1,091,174.43</u>

Fill in this information to identify the case:Debtor name **FleetNurse, Inc.**United States Bankruptcy Court for the: **DISTRICT OF OREGON**Case number (if known) **24-60405-tmr11**☐ Check if this is an amended filing**Official Form 206D****Schedule D: Creditors Who Have Claims Secured by Property****12/15**

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

- ☐ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
- ☒ Yes. Fill in all of the information below.

Part 1: List Creditors Who Have Secured Claims**2. List in alphabetical order all creditors who have secured claims.** If a creditor has more than one secured claim, list the creditor separately for each claim.

		Column A Amount of claim Do not deduct the value of collateral.	Column B Value of collateral that supports this claim	
2.1	Gemino Healthcare Finance, LLC Creditor's Name 1 International Plaza, Suite 220 Philadelphia, PA 19113 Creditor's mailing address dpetersen@slrhcabl.com Creditor's email address, if known Date debt was incurred 10/21/2022 Last 4 digits of account number 2606 Do multiple creditors have an interest in the same property? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Specify each creditor, including this creditor and its relative priority.	Describe debtor's property that is subject to a lien 90 days or less: Accounts Receivable Describe the lien Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes Is anyone else liable on this claim? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H) As of the petition filing date, the claim is: Check all that apply <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$84,211.39	\$286,320.27
2.2	HCAP Partners V, L.P. Creditor's Name 3636 Nobel Drive, Suite 401 San Diego, CA 92122 Creditor's mailing address Creditor's email address, if known Date debt was incurred 4/12/2022 Last 4 digits of account number C100 Do multiple creditors have an interest in the same property?	Describe debtor's property that is subject to a lien All Assets Describe the lien Non-Purchase Money Security Interest Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes Is anyone else liable on this claim? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H) As of the petition filing date, the claim is: Check all that apply	\$2,047,193.72	\$0.00

Debtor **FleetNurse, Inc.**
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☒ No
☐ Yes. Specify each creditor,
including this creditor and its relative
priority.

☐ Contingent
☐ Unliquidated
☐ Disputed

2.3 HCAP Partners V, L.P.

Creditor's Name

**3636 Nobel Drive, Suite 401
San Diego, CA 92122**

Creditor's mailing address

tim@hcap.com

Creditor's email address, if known

Date debt was incurred

7/19/2023

Last 4 digits of account number
C200

Do multiple creditors have an
interest in the same property?

☒ No
☐ Yes. Specify each creditor,
including this creditor and its relative
priority.

Describe debtor's property that is subject to a lien

All Assets

\$2,685,988.09

Unknown

Describe the lien

Non-Purchase Money Security Interest

Is the creditor an insider or related party?

☒ No
☐ Yes

Is anyone else liable on this claim?

☒ No

☐ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H)

As of the petition filing date, the claim is:

Check all that apply

☐ Contingent
☐ Unliquidated
☐ Disputed

2.4 HCAP Partners V, L.P.

Creditor's Name

**3636 Nobel Drive, Suite 401
San Diego, CA 92122**

Creditor's mailing address

tim@hcap.com

Creditor's email address, if known

Date debt was incurred

2/6/2024

Last 4 digits of account number
C300

Do multiple creditors have an
interest in the same property?

☒ No
☐ Yes. Specify each creditor,
including this creditor and its relative
priority.

Describe debtor's property that is subject to a lien

All Assets

\$200,266.67

Unknown

Describe the lien

Non-Purchase Money Security Interest

Is the creditor an insider or related party?

☒ No
☐ Yes

Is anyone else liable on this claim?

☒ No

☐ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H)

As of the petition filing date, the claim is:

Check all that apply

☐ Contingent
☐ Unliquidated
☐ Disputed

2.5 Marlin Leasing Corp

Creditor's Name

**PO Box 13604
Philadelphia, PA 19101**

Creditor's mailing address

Describe debtor's property that is subject to a lien

Furniture (Texas office)

\$79,820.40

Unknown

Describe the lien

Is the creditor an insider or related party?

☒ No

Creditor's email address, if known

☐ Yes

Is anyone else liable on this claim?

☐ No

☒ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H)

Date debt was incurred

8/10/2022

Last 4 digits of account number

4164

Do multiple creditors have an interest in the same property?

☒ No

☐ Yes. Specify each creditor, including this creditor and its relative priority.

As of the petition filing date, the claim is:

Check all that apply

☐ Contingent

☐ Unliquidated

☐ Disputed

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.

\$5,097,480.27

Part 2: List Others to Be Notified for a Debt Already Listed in Part 1

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

If no others need to be notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

Name and address

On which line in Part 1 did you enter the related creditor?

Last 4 digits of account number for this entity

Fill in this information to identify the case:Debtor name **FleetNurse, Inc.**United States Bankruptcy Court for the: **DISTRICT OF OREGON**Case number (if known) **24-60405-tmr11**☐ Check if this is an amended filing**Official Form 206E/F****Schedule E/F: Creditors Who Have Unsecured Claims****12/15**

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims**1. Do any creditors have priority unsecured claims?** (See 11 U.S.C. § 507).☒ No. Go to Part 2.☐ Yes. Go to line 2.**Part 2: List All Creditors with NONPRIORITY Unsecured Claims****3. List in alphabetical order all of the creditors with nonpriority unsecured claims.** If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

		Amount of claim
3.1	Nonpriority creditor's name and mailing address American Express 200 Vesey Street New York, NY 10285 Date(s) debt was incurred ____ Last 4 digits of account number 8006	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Credit Card Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes \$157,992.60
3.2	Nonpriority creditor's name and mailing address American Organizations for Nursing Leade 75 Remittance Drive, Dept 91201 Chicago, IL 60675-1201 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Business Debt Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes \$1,950.00
3.3	Nonpriority creditor's name and mailing address BA Securities, LLC Four Tower Bridge, 200 Barr Harbor Drive, Suite 400W Conshohocken, PA 19428 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Business Debt Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes \$24,372.34
3.4	Nonpriority creditor's name and mailing address CloudFactory 103 W Main St, Mezzanine Floor Durham, NC 27701 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Business Debt Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes \$4,632.56

Debtor	FleetNurse, Inc. <small>Name</small>	Case number (if known)	24-60405-tmr11
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3.5	Nonpriority creditor's name and mailing address Concentra 5080 Spectrum Drive, Suite 1200W Addison, TX 75001 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Business Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$335.00
3.6	Nonpriority creditor's name and mailing address Definitive Healthcare 492 Old Connecticut Path Suite 401 Framingham, MA 01701 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Business Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$15,114.50
3.7	Nonpriority creditor's name and mailing address Empactful Studios LLC 9003 N. 171st St Bennington, NE 68007 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Business Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$50,000.00
3.8	Nonpriority creditor's name and mailing address Empactful Studios LLC 9003 N. 171st St Bennington, NE 68007 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Business Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$120,000.00
3.9	Nonpriority creditor's name and mailing address Germinate LLC 525 3rd St Ste 200 Lake Oswego, OR 97034 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Business Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$103,075.00
3.10	Nonpriority creditor's name and mailing address Hartman SPE LLC 2909 Hillcroft Suite 420 Houston, TX 77057 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: <u>Precautionary</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	Unknown
3.11	Nonpriority creditor's name and mailing address IP SERVICES 2896 Crescent Avenue, Suite 201 Eugene, OR 97408 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Services Rendered</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$15,000.00

Debtor **FleetNurse, Inc.**
Name

Case number (if known)

24-60405-tmr11

3.12	Nonpriority creditor's name and mailing address Israel Angeles 3418 King Edwards Court Eugene, OR 97401 Date(s) debt was incurred <u>10/1/2018</u> Last 4 digits of account number _	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Loan</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$407,474.71
3.13	Nonpriority creditor's name and mailing address Israel Angeles 3418 King Edwards Court Eugene, OR 97401 Date(s) debt was incurred <u>2/19/2024</u> Last 4 digits of account number _	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Loan</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$60,000.00
3.14	Nonpriority creditor's name and mailing address KBF CPAs LLP 5285 Meadows Rd, Suite 420 Lake Oswego, OR 97035 Date(s) debt was incurred _ Last 4 digits of account number _	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Services Rendered</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$29,500.00
3.15	Nonpriority creditor's name and mailing address National Registered Agents, Inc PO Box 4349 Carol Stream, IL 60197-4349 Date(s) debt was incurred _ Last 4 digits of account number _	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Services Rendered</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$1,153.64
3.16	Nonpriority creditor's name and mailing address PandoLogic Inc DEPT CH 19764 Palatine, IL 60055-9764 Date(s) debt was incurred _ Last 4 digits of account number _	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Business Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$29,635.29
3.17	Nonpriority creditor's name and mailing address Perkins Coie PO Box 24643 Seattle, WA 98124 Date(s) debt was incurred _ Last 4 digits of account number _	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Services Rendered</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$66,442.48
3.18	Nonpriority creditor's name and mailing address SM, CTA for University of Oregon 101 E Broadway, Suite 303 Eugene, OR 97401 Date(s) debt was incurred _ Last 4 digits of account number _	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Precautionary</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$0.00

Part 3: List Others to Be Notified About Unsecured Claims

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

	Name and mailing address	On which line in Part1 or Part 2 is the related creditor (if any) listed?	Last 4 digits of account number, if any
4.1	Radius Global Solutions LLC PO Box 390913 Minneapolis, MN 55439	Line 3.16 <input type="checkbox"/> Not listed. Explain _____	3215

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

5a. Total claims from Part 1		<div>Total of claim amounts</div>
5b. Total claims from Part 2		
5c. Total of Parts 1 and 2 Lines 5a + 5b = 5c.		

5a.

\$

0.00

5b.

+

\$

1,086,678.12

5c.

\$

1,086,678.12

Fill in this information to identify the case:

Debtor name **FleetNurse, Inc.**

United States Bankruptcy Court for the: **DISTRICT OF OREGON**

Case number (if known) **24-60405-tmr11**

☐ Check if this is an amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, number the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

☐ No. Check this box and file this form with the debtor's other schedules. There is nothing else to report on this form.

☒ Yes. Fill in all of the information below even if the contacts of leases are listed on *Schedule A/B: Assets - Real and Personal* (Official Form 206A/B). *Property*

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.1. State what the contract or lease is for and the nature of the debtor's interest

Sublease of business premises at 1776 Millrace Drive, Suite 300, Eugene, OR 97403. Other parties to Sublease: Oregon Research Institute (Original Sublessor) 1700 Millrace, LLC (Current Sublessor, holds Title as Tenants in Common) Rivrepark, LLC (Current Sublessor, holds Title as Tenants in Common) Until May 31, 2027

State the term remaining

List the contract number of any government contract

**1700 Millrace, LLC
c/o TELOS LEGAL CORP.
510 W 6TH STREET STE 320
Los Angeles, CA 90014**

2.2. State what the contract or lease is for and the nature of the debtor's interest

Office Lease: 1521 N. Cooper Street, Arlington, Texas 76011.

State the term remaining

Until 10/31/2027, unless defaulted?

List the contract number of any government contract

**Hartman SPE LLC
2909 Hillcroft Suite 420
Houston, TX 77057**

Additional Page if You Have More Contracts or Leases

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.3.	State what the contract or lease is for and the nature of the debtor's interest	Sublease of business premises at 1776 Millrace Drive, Suite 300, Eugene, OR 97403. Other parties to Sublease: Oregon Research Institute (Original Sublessor) 1700 Millrace, LLC (Current Sublessor, holds Title as Tenants in Common) Rivrepark, LLC (Current Sublessor, holds Title as Tenants in Common) Until May 31, 2027	
	State the term remaining		Oregon Research Institute 1776 Millrace Drive Eugene, OR 97403
	List the contract number of any government contract		

2.4.	State what the contract or lease is for and the nature of the debtor's interest	Sublease of business premises at 1776 Millrace Drive, Suite 300, Eugene, OR 97403. Other parties to Sublease: Oregon Research Institute (Original Sublessor) 1700 Millrace, LLC (Current Sublessor, holds Title as Tenants in Common) Rivrepark, LLC (Current Sublessor, holds Title as Tenants in Common) Until May 31, 2027	
	State the term remaining		Rivrepark LLC c/o COGENCY GLOBAL INC. 850 NEW BURTON ROAD SUITE 201 Dover, DE 19904
	List the contract number of any government contract		

Fill in this information to identify the case:Debtor name **FleetNurse, Inc.**United States Bankruptcy Court for the: **DISTRICT OF OREGON**Case number (if known) **24-60405-tmr11**☐ Check if this is an amended filing**Official Form 206H
Schedule H: Your Codebtors****12/15**

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Do you have any codebtors?☐ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.☒ Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

*Column 1: Codebtor**Column 2: Creditor***Name****Mailing Address****Name***Check all schedules that apply:***2.1 Israel Angeles****3418 King Edwards Court
Eugene, OR 97401****American Express**☐ D _____
☒ E/F **3.1**
☐ G _____**2.2 Israel Angeles****3418 King Edwards Court
Eugene, OR 97401****Israel Angeles**☐ D _____
☒ E/F **3.12**
☐ G _____**2.3 Israel Angeles****3418 King Edwards Court
Eugene, OR 97401****Marlin Leasing Corp**☒ D **2.5**
☐ E/F _____
☐ G _____

Fill in this information to identify the case:Debtor name FleetNurse, Inc.United States Bankruptcy Court for the: DISTRICT OF OREGONCase number (if known) 24-60405-tmr11☐ Check if this is an amended filing**Official Form 207****Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy**

04/22

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income**1. Gross revenue from business**☐ None.**Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year****From the beginning of the fiscal year to filing date:**From **1/01/2024** to **Filing Date****Sources of revenue**
Check all that apply☒ Operating a business☐ Other _____**Gross revenue**
(before deductions and exclusions)\$297,461.76**For prior year:**From **1/01/2023** to **12/31/2023**☒ Operating a business☐ Other _____\$6,640,725.00**For year before that:**From **1/01/2022** to **12/31/2022**☒ Operating a business☐ Other _____\$10,095,895.00**2. Non-business revenue**

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☐ None.**Description of sources of revenue****Gross revenue from each source**
(before deductions and exclusions)**From the beginning of the fiscal year to filing date:**From **1/01/2024** to **Filing Date**Late Fee Income\$2,254.10**Part 2: List Certain Transfers Made Before Filing for Bankruptcy****3. Certain payments or transfers to creditors within 90 days before filing this case**

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$7,575. (This amount may be adjusted on 4/01/25 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☐ None.

Creditor's Name and Address	Dates	Total amount of value	Reasons for payment or transfer <i>Check all that apply</i>
3.1. HCAP Partners V, L.P. 3636 Nobel Drive, Suite 401 San Diego, CA 92122	12/1/2023: \$15,093.00 1/2/2024: \$15,596.00 2/1/2024: \$15,715.00	\$46,404.00	<input checked="" type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other___
3.2. Marlin Leasing Corp PO Box 13604 Philadelphia, PA 19101	12/10/2023: \$1,995.51 1/10/2024: \$1,995.51 2/10/2024: \$1,995.51 2/13/2024: \$1,995.51	\$7,982.04	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input checked="" type="checkbox"/> Other <u>Furniture Lease Payments</u>
3.3. Empactful Studios LLC 9003 N. 171st St Bennington, NE 68007	11/30/2023: Simple Agreement for Future Equity (\$15,000) 12/31/2023: Simple Agreement for Future Equity (\$15,000) 01/31/2023: Simple Agreement for Future Equity (\$15,000)	\$45,000.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other___

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$7,575. (This amount may be adjusted on 4/01/25 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☐ None.

Insider's name and address Relationship to debtor	Dates	Total amount of value	Reasons for payment or transfer
4.1. Israel Angeles 3418 King Edwards Court Eugene, OR 97401 CEO and shareholder	15th of every month	\$36,000.00	Loan repayments
4.2. Marlin Leasing Corp PO Box 13604 Philadelphia, PA 19101 Lessor; guaranteed by Israel Angeles (Insider)	12/10/2023, 1/10/2024, 2/10/2024, 2/13/2024	\$7,982.04	Furniture Lease Contract

Insider's name and address Relationship to debtor	Dates	Total amount of value	Reasons for payment or transfer
4.3. American Express 200 Vesey Street New York, NY 10285 Guaranteed by Israel Angeles (Insider)	Various - See SOFA Attachment 4	\$0.00	Credit Card Payments
4.4. CitiCard PO Box 790046 Saint Louis, MO 63179 N/A	Various - See SOFA Attachment 4	\$69,421.34	Reimbursements to Insider for Personal Credit Card Use

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

☒ None

Creditor's name and address	Describe of the Property	Date	Value of property
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6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☒ None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
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Part 3: Legal Actions or Assignments**7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☒ None.

Case title Case number	Nature of case	Court or agency's name and address	Status of case
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8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☒ None

Part 4: Certain Gifts and Charitable Contributions**9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000**

☐ None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
9.1. Montefiore Health System 3325 Bainbridge Ave. Bronx, NY 10467	Donation	4/24/2023	\$8,721.70
Recipients relationship to debtor N/A			

	Recipient's name and address	Description of the gifts or contributions	Dates given	Value
9.2.	Ohara Catholic School 715 W 18th Ave. Eugene, OR 97402	Donation	3/16/2023	\$5,000.00
	Recipients relationship to debtor N/A			

Part 5: Certain Losses**10. All losses from fire, theft, or other casualty within 1 year before filing this case.**☒ None

Description of the property lost and how the loss occurred	Amount of payments received for the loss <small>If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received. List unpaid claims on Official Form 106A/B (Schedule A/B: Assets – Real and Personal Property).</small>	Dates of loss	Value of property lost

Part 6: Certain Payments or Transfers**11. Payments related to bankruptcy**

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☐ None.

	Who was paid or who received the transfer? Address	If not money, describe any property transferred	Dates	Total amount or value
11.1.	Elevate Law Group 6000 SW Meadows Road, Suite 450 Lake Oswego, OR 97035		2/20/2024	\$60,000.00
	Email or website address www.elevatelawpdx.com			
	Who made the payment, if not debtor? Israel Angeles			

12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.

Do not include transfers already listed on this statement.

☒ None.

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value

13. Transfers not already listed on this statement

List any transfers of money or other property by sale, trade, or any other means made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☒ None.

**Who received transfer?
Address****Description of property transferred or
payments received or debts paid in exchange****Date transfer
was made****Total amount or
value****Part 7: Previous Locations****14. Previous addresses**

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☐ Does not apply**Address****Dates of occupancy
From-To**

14.1. **1471 Pearl Street
Suite B
Eugene, OR 97401**

February 1, 2021, to June 1, 2022**Part 8: Health Care Bankruptcies****15. Health Care bankruptcies**

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

- ☒ No. Go to Part 9.
☐ Yes. Fill in the information below.

Facility name and address**Nature of the business operation, including type of services
the debtor provides****If debtor provides meals
and housing, number of
patients in debtor's care****Part 9: Personally Identifiable Information****16. Does the debtor collect and retain personally identifiable information of customers?**

- ☒ No.
☐ Yes. State the nature of the information collected and retained.

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?

- ☐ No. Go to Part 10.
☒ Yes. Does the debtor serve as plan administrator?

- ☒ No Go to Part 10.
☐ Yes. Fill in below:

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units**18. Closed financial accounts**

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

☒ None**Financial Institution name and
Address****Last 4 digits of
account number****Type of account or
instrument****Date account was
closed, sold,
moved, or
transferred****Last balance
before closing or
transfer****19. Safe deposit boxes**

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

☐ None

Depository institution name and address	Names of anyone with access to it Address	Description of the contents	Does debtor still have it?
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20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☐ None

Facility name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
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Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own**21. Property held for another**

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☐ None**Part 12: Details About Environment Information**

For the purpose of Part 12, the following definitions apply:

Environmental law means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).

Site means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.

Hazardous material means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.

- ☐ No.
☐ Yes. Provide details below.

Case title Case number	Court or agency name and address	Nature of the case	Status of case
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23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?

- ☐ No.
☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
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24. Has the debtor notified any governmental unit of any release of hazardous material?

- ☐ No.
☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
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Part 13: Details About the Debtor's Business or Connections to Any Business

25. Other businesses in which the debtor has or has had an interest

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

☐ None

Business name address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
25.1. FleetNurse Direct, LLC 1776 Millrace Drive, Suite 300 Eugene, OR 97403	Administrative	Dates business existed EIN: 92-1432955 From-To

26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

☐ None

Name and address	Date of service From-To
26a.1. KBF Certified Public Accountants 5285 SW Meadows Road, Suite 420 Lake Oswego, OR 97035	2022-Present
26a.2. Jones and Roth CPAs c/o Nicole McOmber 260 Country Club Rd. Ste. 100 Eugene, OR 97401	2021-2022

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

☐ None

Name and address	Date of service From-To
26b.1. KBF CPAs LLP 5285 Meadows Rd, Suite 420 Lake Oswego, OR 97035	

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

☐ None

Name and address	If any books of account and records are unavailable, explain why
26c.1. KBF CPAs LLP 5285 Meadows Rd, Suite 420 Lake Oswego, OR 97035	

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☐ None

Name and address
26d.1. HCAP Partners V, L.P. 3636 Nobel Drive, Suite 401 San Diego, CA 92122

27. Inventories

Have any inventories of the debtor's property been taken within 2 years before filing this case?

- ☒ No
☐ Yes. Give the details about the two most recent inventories.

Name of the person who supervised the taking of the inventory

Date of inventory

The dollar amount and basis (cost, market, or other basis) of each inventory
--

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Name	Address	Position and nature of any interest	% of interest, if any
Israel Angeles	3418 King Edwards Court Eugene, OR 97401	CEO and Chairman of the Board of Directors	
John Lundquist		CFO/COO	

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

- ☐ No
☒ Yes. Identify below.

Name	Address	Position and nature of any interest	Period during which position or interest was held
Kevin Harris	2627 Newport Lake Blvd. Manvel, TX 77578	CNO (Chief Nursing Officer)	January 1-2023, to February 23, 2024
Chelsea Williams (Wagner)	1911 Willoughby Lane Joliet, IL 60431	President of FleetNurse Direct	October 2023 to February 20, 2024
Joan Clark	1745 Shore View Drive Indialantic, FL 32903	Director	
Alan Yordy (Infinity Group)	19215 SE 34th, Suite 106 PM Box 246 Camas, WA 98607	Board Member	
Ross Barbieri	3402 SW Stonebrook Dr. Portland, OR 97239	Board Member	
Tim Bubnack	4250 Executive Square, Suite 500 La Jolla, CA 92037	Director	April 1, 2023 to February 9, 2024

Name	Address	Position and nature of any interest	Period during which position or interest was held
Nicholas Lopez	4250 Executive Square, Suite 500 La Jolla, CA 92037	Director	April 6, 2022 to March 31, 2023

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

- ☐ No
- ☒ Yes. Identify below.

	Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
30.1	Alan Yordy (Infinity Group) 19215 SE 34th, Suite 106 PM Box 246 Camas, WA 98607	\$9,912.44	Various - See SOFA Attachment 30(b)	Director compensation
	Relationship to debtor Former Director			
30.2	Ross Barbieri 3402 SW Stonebrook Dr. Portland, OR 97239	\$9,000	Various - See SOFA Attachment 30(b)	Director Compensation
	Relationship to debtor Former Director			
30.3	Joan Clark 1745 Shore View Drive Indialantic, FL 32903	\$10,038.00	Various - See SOFA Attachment 30(b)	Director Compensation
	Relationship to debtor Former Director			
30.4	Israel Angeles 3418 King Edwards Court Eugene, OR 97401	\$143,928.00	Various - See SOFA Attachment 30(a)	Officer Compensation
	Relationship to debtor Chief Executive Officer			
30.5	John Lundquist 2059 Orchard Street Eugene, OR 97403	\$191,416.61	Various - See SOFA Attachment 30(a)	Officer Compensation
	Relationship to debtor Chief Operating Officer / Chief Financial Officer			

	Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
30.6	Kevin Harris 2627 Newport Lake Blvd. Manvel, TX 77578	\$123,267.12	Various - See SOFA Attachment 30(a)	Officer Compensation
	Relationship to debtor Former Chief Nursing Officer			
30.7	Chelsea Williams (Wagner) 1911 Willoughby Lane Joliet, IL 60431	\$107,805.03	Various - See SOFA Attachment 30(a)	Officer Compensation
	Relationship to debtor Former President of FleetNurse Direct Division			

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

- ☒ No
☐ Yes. Identify below.

Name of the parent corporation

Employer Identification number of the parent corporation

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

- ☒ No
☐ Yes. Identify below.

Name of the pension fund

Employer Identification number of the pension fund

Part 14: Signature and Declaration

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both.
18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **March 15, 2024**

/s/ Israel Angeles

Signature of individual signing on behalf of the debtor

Israel Angeles

Printed name

Position or relationship to debtor **CEO**

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

- ☒ No
☐ Yes

**United States Bankruptcy Court
District of Oregon**

In re **FleetNurse, Inc.**

Debtor(s)

Case No. **24-60405-tmr11**

Chapter **11**

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Adam Faris 16837 Cherry Crest Drive Lake Oswego, OR 97034	Common	49,383	Stock
Alan Yordy 6214 NW El Rey Camas, OR 86607			
Albert Owen Edwards MD 1948 Olive Street Eugene, OR 97405	Series A-3	156,877	Stock
Anthony Ballenger 6005 Graystone Loop Springfield, OR 97478	Common	98,765	Stock
Anthony H. Sin, MD 10971 Sanctuary Way Shreveport, LA 71106	Common, Series A-2, Series A-3, Series A-4	943,421	Stock
Barry E. Lundquist PO Box 262 Washington, NH 03280	Transferred	183,992	Stock
BCP Investment Group LLC 5333 SW Manning Stree Seattle, WA 98116	Series A-2, Series A-3, Series A-4	201,569	Stock
Bratland Management Corp. 2335 Wilson Drive Eugene, OR 97405	Series A-2, Series A-4	215,318	Stock
Byblos Ventures, LLC 174 E Broadway Eugene, OR 97401	Series A-3, Series A-4	61,991	Stock
Chelsea Williams 1911 Willoughby Ln Joliet, IL 60431		39,791	Stock
CoFunder Ventures, LLC 1 Five Gaits Farm West Simsbury, CT	Series A-4	22,999	Stock

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Corina Pigg 907 West 11th Avenue Eugene, OR 97402			
Danelle Bland		3,333	Stock
David Peters 315 1st Ave N, Apt #408 Seattle, WA 98109			
Dennis Gory, MD 90800 Coburghills Drive Eugene, OR 97408	Series A-4	68,997	Stock
Dualboot Partners LLC 3817 Selwyn Avenue Charlotte, NC 28209	Series A-3	136,506	Stock
Elizabeth Borock, MD 3125 37th Ave South Seattle, WA 98144	Series A-4	27,598	Stock
Empactful Advisors, LLC 9003 N. 171st Street Bennington, NE 68007			
Erik Cheney 240 Lobelia Avenue Eugene, OR 97404	Series A-2	84,894	Stock
Estate of David Peters 11408 Grange Road Portland, MI 48875	Transferred	201,569	Stock
Flag Day Trust, Brian and Katherine Mova 3785 Waterbrook Way Eugene, OR 97408	Series A-4	229,990	Stock
Hannah LaRiccica OR			
Hans Kullberg 735 Yarmouth Court San Diego, CA 92109	Series A-4	32,198	Stock

List of equity security holders consists of 6 total page(s)

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
HCAP Partners V, L.P. 4250 Executive Square, Suite 500 La Jolla, CA 92037	Series A-1	3,584,536	Stock
IRA Financial Trust Company, CFBO Willia	Common	137,000	Stock
Israel Angeles 3418 King Edwards Court Eugene, OR 97401	Common, Series A-2, Series A-3	23,674,484	Stock
Joan Clark 1745 Shore View Drive Indialantic, FL 32903		18,750	Stock
John Lundquist 2354 Emerald Street Eugene, OR 97403	Series A-3	196,933	Stock
Jongsoo Park 446 Guadalupe Drive Los Altos, CA 94022	Series A-2, Series A-3	714,721	Stock
K Street Investments, LLC 4110 SE Hawthorne Blvd. PMB 442 Portland, OR 97214	Series A-4	18,399	Stock
Keana Pigg TX			
Lakeisha Bassett 2882 Matt Drive Eugene, OR 97401		5,416	Stock
Marc A. Reich 34 Oak Bluff Avon, CT 06001	Series A-4	32,198	Stock
McKeon Ventures, LLC 2720 E. 40th Avenue Eugene, OR 97405	Series A-4	9,199	Stock
Megan Danielson		3,333	Stock

List of equity security holders consists of 6 total page(s)

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Michael and Maria Taylor 5354 SW Manning Street Seattle, WA 98116	Series A-4	22,999	Stock
Michael Kvitnitsky 20 Annabelle Avenue Clifton, NJ 07012	Common	109,588	Stock
Mohamed Fazmi Ahamed Fizer		3,333	Stock
Nicole Aliment 1329 Oak Patch Road #43 Eugene, OR 97402		39,791	Stock
North Point Investment Portfolio II, LLC 580 California Street, Suite 2000 San Francisco, CA 94104	Series A-4	64,397	Stock
Northwest Neuro Nerve Monitoring LLC 1410 Oak Street Eugene, OR 97402	Series A-2	84,894	Stock
Peter Hunt 4611 Ortega Blvd Jacksonville, FL 32210	Series A-4	64,397	Stock
Portland Seed Fund III, LP 805 SW Broadway, Suite 2440 Portland, OR 97205	Series A-2, Series A-3	191,122	Stock
PSF 3 Sidecar Fund, LP 805 SW Broadway, Suite 2440 Portland, OR 97205	Series A-2, Series A-3	48,980	Stock
Richard Abraham, MD 2136 Prestwich Place Eugene, OR 97401	Series A-2	212,928	Stock
Robert Hacker, MD 3380 Bailey Lane Eugene, OR 97401	Series A-4	183,992	Stock
Ross Barbieri 23721 Brisbane Bay Dana Point, CA 92629		122,202	Stock

List of equity security holders consists of 6 total page(s)

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
S-A Bhide Living Trust UDT 3-21-16 480 NW 167th Avenue Beaverton, OR 97006-8361	Series A-2, Series A-4	171,127	Stock
Sandhiprakash Bhide 480 NW 167th Avenue Beaverton, OR 97006-8361	Common	493,827	Stock
Taylor Lutcher 96 Steuben St. Apt 5D Brooklyn, NY 11205	Common	5,000	Stock
Teresa V. Weber 1051 Holbech Lane Channelview, TX 77530	Series A-2	331,515	Stock
The Barry E. Lundquist Living Trust 521 Millen Pond Road, PO Box 262 Washington, NH 03280	Series A-4	183,992	Stock
The Infinity Group, Inc. 19215 SE 34th, Suite 106 PM Bx 246 Camas, WA 98607	Common, Series A-2, Series A-3	958,101	Stock
Traci Paquin		3,333	Stock
TWB Investment Partnership II, L.P. 1201 Third Avenue, Suite 4900 Seattle, WA 98101-3099	Common	49,383	Stock
William Gray Grieve 690 Fair Oaks Drive Eugene, OR 97401	Common	63,000	Stock

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **CEO** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date **March 15, 2024**Signature **/s/ Israel Angeles**
Israel Angeles

Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.

List of equity security holders consists of 6 total page(s)

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
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18 U.S.C. §§ 152 and 3571.

List of equity security holders consists of 6 total page(s)